

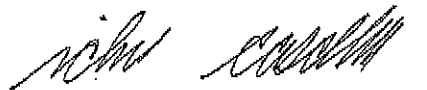
### CORPORATE RESOLUTION

The undersigned, **MICHAEL CASARELLA**, managing member of **GOLDFISH RESTAURANT, INC.**, a corporation duly organized under the laws of the state of New York (the "Company") does hereby certify that, pursuant to the consent of the Board of Directors, the following resolutions were adopted, and they have not been modified or rescinded, and are still in full force and effect:

**RESOLVED** that in the judgment of the Company, it is desirable and in its best interests that its officer and directors be empowered to cause a petition to be filed under Chapter 11 of the United States Bankruptcy Code, and in the event, in their discretion, such action should become necessary for the protection of the Company without further notice to the officers; and it is further

**RESOLVED**, that the officers of the Company, or any of them, be and are hereby authorized on behalf of the Company to execute and file all petitions, schedules, lists and other papers and to take any and all action which they may deem necessary or proper in connection with such proceeding under Chapter 11, and that in connection to retain and employ Penachio Malara, LLP and to retain and employ all assistance by legal counsel or otherwise which is necessary and proper.

Dated: White Plains, New York  
May 3, 2017

  
Michael Casarella